



## **Elements relating to the compensation of the Vice-chairman of the Board and Chief Executive Officer**

### **Board of Directors of June 29, 2021**

Pursuant to the authorization of the Shareholders' General Meeting dated May 26, 2021, the Board of Directors of Dassault Systèmes SE, during its meeting held on June 29, 2021, decided, based on recommendation from the Compensation and Nomination Committee, to grant 300,000 shares to Mr. Bernard Charlès, Vice-chairman of the Board and Chief Executive Officer. This grant is part of the plan which began several years ago, to associate the Chief Executive Officer to the share capital of the Company, with the aim of recognizing his entrepreneurial role during over thirty-five years with the Group and providing him with an equity interest comparable to that of founders of companies in the same sector, and more generally, of his peers in technology companies around the world.

These shares are divided into two tranches. The first tranche, corresponding to 50% of the shares allocated (i.e., 150,000 shares), will be acquired on June 29, 2023, subject, in accordance with the AFEP-MEDEF Code, to the fulfillment of a presence condition and of a condition relating to the non-IFRS EPS' growth achieved in 2022 compared to non-IFRS EPS achieved in 2020. The second tranche, corresponding to 50% of the shares allocated (i.e., 150,000 shares), will be acquired on June 30, 2025, subject, in accordance with the AFEP-MEDEF Code, to the satisfaction of a presence condition and of a condition relating to the non-IFRS EPS' growth achieved in 2024 compared to non-IFRS EPS achieved in 2020.

Such presence and performance conditions are identical to those applicable to the vast majority of employees who have been granted, on the same day, performance shares.

The non-IFRS EPS' growth target was set by the Board in coherence with the growth rate included in the multi-year objectives published by Dassault Systèmes and described in the paragraph "Financial objectives" of the Universal registration document of 2020. No performance share shall be acquired by the Chief Executive Officer if the EPS growth is below 80% of the target set. The level of achievement is capped at 100%, with a linear increase from 80% to 100% between these two limits.

In accordance with the AFEP-MEDEF Code and AMF recommendations, the Board dated June 29, 2021 has decided that the Chief Executive Officer shall keep at least 15 % of the granted shares, such percentage being calculated after deduction of the number of shares which would be necessary to sell to pay taxes, social charges and expenses related to the sale of the total number of shares vested.

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